

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas

(State)

Case number (if known): _____

Chapter

11

☐ Check if this is an amended filingOfficial Form 201Voluntary Petition for Non-Individuals Filing for
Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name	<u>EXCO Resources, Inc.</u>		
2. All other names debtor used in the last 8 years	<u>TXOK Energy Resources Company; EXCO Midcontinent Division; EXCO Permian-Rockies Division</u>		
Include any assumed names, trade names, and <i>doing business as</i> names			
3. Debtor's federal Employer Identification Number (EIN)	<u>74-1492779</u>		
4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business	
	<u>12377 Merit Drive</u>		
	Number Street	Number Street	
	<u>Suite 1700</u>		
	<u>Dallas TX 75251</u>	P.O. Box	
	City State Zip Code	City State Zip Code	
	<u>Dallas County</u>	Location of principal assets, if different from principal place of business	
	County	Number Street	
		City State Zip Code	
5. Debtor's website (URL)	<u>www.excoresources.com/</u>		
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____		

Debtor EXCO Resources, Inc. Case number (if known) _____
 Name _____

7. Describe debtor's business**A. Check One:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .
2111 (Oil and Gas Extraction)

8. Under which chapter of the Bankruptcy Code is the debtor filing?**Check One:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☒ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No☐ Yes.

District _____

When _____

MM/DD/YYYY

Case number _____

If more than 2 cases, attach a separate list.

District _____

When _____

MM/DD/YYYY

Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No☒ Yes.

Debtor

See Rider 1

Relationship

Affiliate

District

Southern District of Texas

When

01/15/2018

List all cases. If more than 1, attach a separate list.

Case number, if known _____

MM / DD / YYYY

Debtor EXCO Resources, Inc.
Name

Case number (if known) _____

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number	Street		

City	State	Zip Code	
_____	_____	_____	

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input checked="" type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|---|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input checked="" type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor EXCO Resources, Inc. Case number (if known) _____
 Name

16. Estimated liabilities

<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion
<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion
<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 01/15/2018
 MM/ DD / YYYY

X /s/ Tyler Farquharson Tyler Farquharson
 Signature of authorized representative of debtor Printed name
 Title Chief Financial Officer, Treasurer, and Vice President

18. Signature of attorney

X /s/ Marcus A. Helt Date 01/15/2018
 Signature of attorney for debtor MM/ DD/YYYY

Marcus A. Helt
 Printed name
Gardere Wynne Sewell LLP
 Firm name
1000 Louisiana St., Suite 2000
 Number Street
Houston Texas 77002
 City State ZIP Code
(713) 276-5178 mhelt@gardere.com
 Contact phone Email address
24052187 Texas
 Bar number State

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

EXCO RESOURCES, INC.,

Debtor.

Chapter 11

Case No. 18-_____()

Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is **001-32743**

2. The following financial data is the latest available information and refers to the debtor's condition on **September 30, 2017**

(a) Total assets	\$ 829,095,000
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(b) Total debts (including debts listed in 2.c., below)	\$ 1,355,377,000
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(c) Debt securities held by more than 500 holders

Approximate
number of
holders:

secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	_____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	_____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	_____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	_____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	_____	_____

(d) Number of shares of preferred stock	0
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(e) Number of shares of common stock	21,670,186 ¹
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Comments, if any:

3. Brief description of debtor's business:

The Debtor is an independent oil and natural gas company engaged in the exploration, exploitation, acquisition, development and production of onshore U.S. oil and natural gas properties with a focus on shale resource plays. Principal operations are conducted in certain key U.S. oil and natural gas areas including Texas, Louisiana and the Appalachia region.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Energy Strategic Advisory Services LLC (29.56%); Fairfax Financial Holdings Limited (16.1%); WL Ross & Co. LLC (12.5%); Oaktree Capital Management Funds (8.29%)

¹ As of January 10, 2018.

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas

(State)

Case number (if known): _____

Chapter 11

☐ Check if this is an amended filing

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in the United States Bankruptcy Court for the Southern District of Texas for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of EXCO Resources, Inc.

EXCO Resources, Inc.
EXCO GP Partners Old, LP
EXCO Holding (PA), Inc.
EXCO Holding MLP, Inc.
EXCO Land Company, LLC
EXCO Midcontinent MLP, LLC
EXCO Operating Company, LP
EXCO Partners GP, LLC
EXCO Partners OLP GP, LLC
EXCO Production Company (PA), LLC
EXCO Production Company (WV), LLC
EXCO Resources (XA), LLC
EXCO Services, Inc.
Raider Marketing GP, LLC
Raider Marketing, LP

**RESOLUTION OF THE BOARD OF DIRECTORS OF
EXCO RESOURCES, INC.**

At a telephonic meeting on January 15, 2018 of the board of directors (the “Board”) of EXCO Resources, Inc., a Texas corporation (the “Company”), upon a motion duly made and seconded, took the following actions and adopted the following resolutions:

Chapter 11 Filing

WHEREAS, on July 21, 2017, the Board adopted a resolution expanding the authority of the audit committee of the Board (the “Audit Committee”) to include:

- a. exploring such strategic and/or financial alternatives as the Audit Committee may determine to be advisable for the Company and its stakeholders in light of the Company’s cash flow, liquidity and general financial condition, including refinancing or new capital raising transactions, amendments to or restructuring of the existing indebtedness and other obligations of the Company, or a potential sale of the Company or any of its assets, and the commencement of judicial processes or out-of-court implementation of restructuring and recapitalization transactions for the Company, including the filing of a voluntary petition under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (each of the foregoing and any combination of the foregoing, a “Restructuring Transaction”);
- b. monitoring and participating in the negotiations for a Restructuring Transaction;
- c. considering and accepting any such Restructuring Transaction that is in the best interests of the Company and its estate on behalf of the Board;
- d. negotiating and approving the filing of (i) any motion, order, and related documentation regarding the use of cash collateral and incurrence of debtor-in-possession financing, (ii) a chapter 11 plan (a “Plan”) for the Company implementing the terms of a Restructuring Transaction, (iii) a disclosure statement to solicit acceptances for such Plan among constituencies permitted to vote for the Plan under the Bankruptcy Code (the “Disclosure Statement”), and (iv) all other papers or documents related thereto or to a chapter 11 case (collectively, the “Chapter 11 Filings”);
- e. approving any and all modifications to any Chapter 11 Filing; and
- f. regularly updating and advising the Board as to any matters considered or undertaken by the Audit Committee or as the Board may otherwise request;

WHEREAS, each of B. James Ford, Samuel A. Mitchell, Stephen J. Toy, and C. John Wilder (collectively, the “Non-Independent Directors”) resigned from the Board on September 20, 2017, September 20, 2017, October 6, 2017, and November 9, 2017, respectively;

WHEREAS, the Board and the Audit Committee are now comprised of the same directors;

WHEREAS, the Board considered presentations by the Company's management (the "Management") and financial, restructuring, and legal advisors (collectively, the "Advisors") regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the effect of the foregoing on the Company's business;

WHEREAS, the Board has had the opportunity to consult with the Management and the Advisors of the Company and fully consider each of the strategic alternatives available to the Company.

NOW, THEREFORE, BE IT,

RESOLVED, that, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other parties in interest, that the Company shall be, and hereby is, authorized, empowered, and directed to file or cause to be filed voluntary petitions for relief (the "Chapter 11 Cases") under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of Texas or another court of proper jurisdiction (the "Bankruptcy Court"); and

RESOLVED, that the Chief Executive Officer, Chief Financial Officer, General Counsel, Treasurer, Vice President, Secretary, Chief Operating Officer or any other duly appointed officer of the Company (collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers be, and each of them hereby is, authorized, empowered, and directed to execute and file on behalf of the Company all petitions, schedules, lists, and other motions, papers, or documents (including the filing of financing statements), and to take any and all action that they deem necessary, appropriate, or desirable to obtain such relief, including, without limitation, any action necessary, appropriate, or desirable to maintain the ordinary course operation of the Company's business.

Cash Collateral & Debtor-in-Possession Financing

WHEREAS, the Company will obtain benefits from the Company's use of collateral, including cash collateral, as that term is defined in section 363 of the Bankruptcy Code (the "Cash Collateral"), which is security for certain prepetition secured lenders (collectively, the "Secured Lenders") party to:

- (a) prior to the approval and consummation of the DIP Facilities, that certain Amended and Restated Credit Agreement, dated as of July 31, 2013, (the "RBL Credit Agreement"), as amended, amended and restated, supplemented, or otherwise modified, refinanced, or replaced from time to time, among EXCO Resources, Inc. as borrower and JPMorgan Chase Bank, N.A., as the administrative agent (the "RBL Agent"), the lenders from time to time party thereto (the "RBL Lenders"), and the guarantor

parties thereto (the “RBL Guarantors”);

(b) that certain indenture, dated as of March 15, 2017, (the “1.5 Lien Notes Indenture”), as amended, amended and restated, supplemented, or otherwise modified, refinanced, or replaced from time to time, among EXCO Resources, Inc., as issuer and Wilmington Trust, N.A., as trustee and collateral agent (the “1.5 Lien Notes Indenture Trustee”), the lenders from time to time party thereto (the “1.5 Lien Noteholders”) and the guarantor parties thereto (the “1.5 Lien Notes Guarantors”);

(c) that certain 1.75 Lien Term Loan Credit Agreement, dated as of March 15, 2017, (the “1.75 Lien Credit Agreement”), as amended, amended and restated, supplemented, or otherwise modified, refinanced, or replaced from time to time, among EXCO Resources, Inc., as borrower and Wilmington Trust, N.A., as the collateral trustee (the “1.75 Lien Collateral Trustee”), the lenders from time to time party thereto (the “1.75 Lien Term Loan Lenders”) and the guarantor parties thereto (the “1.75 Lien Term Loan Guarantors”); and

(d) that certain Term Loan Credit Agreement, dated as of October 19, 2015, (the “Second Lien Credit Agreement”), as amended, amended and restated, supplemented, or otherwise modified, refinanced, or replaced from time to time, among EXCO Resources, Inc., as borrower and Wilmington Trust, N.A., as the collateral trustee (the “Second Lien Collateral Trustee”), the lenders from time to time party thereto (the “Second Lien Term Loan Lenders”) and the guarantor parties thereto (the “Second Lien Term Loan Guarantors”).

WHEREAS, reference is made to that certain Debtor-In-Possession Credit Agreement (together with all exhibits, schedules and annexes thereto, the “DIP Credit Agreement”) dated as of, or about, the date hereof, by and among EXCO Resources, Inc., a Texas corporation, as the “Borrower” and a Debtor and debtor-in-possession under Chapter 11 of the Bankruptcy Code, the other Subsidiaries as Guarantors and as Debtors and debtors-in-possession under Chapter 11 of the Bankruptcy Code, the lenders party thereto from time to time (collectively, the “DIP Lenders”), and Hamblin Watsa Investment Counsel Ltd., as Administrative Agent (the “DIP Agent”);

WHEREAS, the Borrower has requested that the DIP Lenders provide a debtor-in-possession term loan facility to the Debtors (the “DIP Term Loan”); and

WHEREAS, the Borrower has requested that the DIP Lenders provide a debtor-in-possession revolving loan facility to the Debtors (the “DIP Revolving Loan”, and together with the DIP Term Loan, the “DIP Facilities”);

WHEREAS, the obligation of the DIP Lenders to make the extensions of credit to the Borrower is subject to, among other things, the Company entering into the

DIP Credit Agreement and satisfying certain conditions in the DIP Credit Agreement; and

WHEREAS, the Company will obtain benefits from the DIP Credit Agreement and it is advisable and in the best interest of the Company to enter into the DIP Credit Agreement and each other Loan Document and to perform its obligations thereunder, including granting security interests in all or substantially all of its assets.

NOW, THEREFORE, BE IT RESOLVED, that the form, terms and provisions of the DIP Credit Agreement, and the transactions contemplated by the DIP Credit Agreement (including, without limitation, the borrowings thereunder), the transactions contemplated therein and the guaranties, liabilities, obligations, security interest granted and notes issued, if any, in connection therewith, be and hereby are authorized, adopted and approved; and

RESOLVED, that the Company will obtain benefits from the DIP Credit Agreement and it is advisable and in the best interest of the Company to enter into the DIP Credit Agreement and each other Loan Document and to perform its obligations thereunder, including granting security interests in all or substantially all of its assets; and

RESOLVED, that the Company's execution and delivery of, and its performance of its obligations (including guarantees) in connection with the DIP Credit Agreement, are hereby, in all respects, authorized and approved; and further resolved, that each of the Authorized Officers, acting alone or with one or more Authorized Officers, is hereby authorized, empowered and directed to negotiate the terms of and to execute, deliver and perform the DIP Credit Agreement and any and all other documents, certificates, instruments, agreements, intercreditor agreements, any amendment or any other modification required to consummate the transactions contemplated by the DIP Credit Agreement in the name and on behalf of the Company, in the form approved, with such changes therein and modifications and amendments thereto as any of the Authorized Officers may in his or her sole discretion approve, which approval shall be conclusively evidenced by his or her execution thereof. Such execution by any of the Authorized Officers is hereby authorized to be by facsimile, engraved or printed as deemed necessary and preferable; and

RESOLVED, that the Authorized Officers, acting alone or with one or more Authorized Officers, be, and hereby are, authorized, empowered and directed in the name of, and on behalf of, the Company to seek authorization to enter into the DIP Credit Agreement and to seek approval of the use of cash collateral pursuant to a postpetition financing order in interim and final form, and any Authorized Officer be, and hereby is, authorized, empowered, and directed to negotiate, execute, and deliver any and all agreements, instruments, or documents, by or on behalf of the Company, necessary to implement the postpetition financing, including providing for adequate protection to the Secured Lenders in accordance

with section 363 of the Bankruptcy Code, as well as any additional or further agreements for entry into the DIP Credit Agreement and the use of cash collateral in connection with the Company's Chapter 11 Cases, which agreements may require the Company to grant adequate protection and liens to the Company's Secured Lenders and each other agreement, instrument, or document to be executed and delivered in connection therewith, by or on behalf of the Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Officer approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof.

RESOLVED, that (i) the form, terms, and provisions of the DIP Credit Agreement and all other Loan Documents (as defined in the DIP Credit Agreement) to which the Company is a party, including without limitation, the refinancing of the obligations outstanding pursuant to the RBL Credit Agreement, (ii) the grant of security interests in, pledges of, and liens on all or substantially all of the assets now or hereafter owned by the Company as collateral (including pledges of equity and personal property as collateral) under the Loan Documents and (iii) the guaranty of obligations by the Company under the Loan Documents, from which the Company will derive value, be and hereby are, authorized, adopted, and approved, and (iv) any Authorized Officer or other officer of the Company is hereby authorized, empowered, and directed, in the name of and on behalf of the Company, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of, each of the transactions contemplated by the DIP Credit Agreement substantially in the form provided to the Board, the Loan Documents and such other agreements, certificates, instruments, receipts, petitions, motions, or other papers or documents to which the Company is or will be a party or any order entered into in connection with the Chapter 11 Cases (collectively with the DIP Credit Agreement, the "Financing Documents"), incur and pay or cause to be paid all related fees and expenses, with such changes, additions, and modifications thereto as an Authorized Officer executing the same shall approve;

RESOLVED, that the Company, as debtor and debtor-in-possession under the Bankruptcy Code be, and hereby is, authorized, empowered, and directed to incur any and all obligations and to undertake any and all related transactions on substantially the same terms as contemplated under the Financing Documents (collectively, the "Financing Transactions"), including granting liens on its assets to secure such obligations and the refinancing of the obligations outstanding pursuant to the RBL Credit Agreement; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized, empowered, and directed in the name of, and on behalf of, the Company, as debtor and debtor in possession, to take such actions as in its discretion is determined to be necessary, desirable, or appropriate to execute, deliver, and file: (a) the Financing Documents and such agreements, certificates, instruments, guaranties, notices, and any and all other documents, including, without

limitation, any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions, and extensions of any Financing Documents, necessary, desirable, or appropriate to facilitate the Financing Transactions; (b) all petitions, schedules, lists, and other motions, papers, or documents, which shall in its sole judgment be necessary, proper, or advisable, which determination shall be conclusively evidenced by his/her or their execution thereof; (c) such other instruments, certificates, notices, assignments, and documents as may be reasonably requested by the DIP Agent and other parties in interest; and (d) such forms of deposit account control agreements, officer's certificates, and compliance certificates as may be required by the Financing Documents; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized, empowered, and directed in the name of, and on behalf of, the Company to file or to authorize the DIP Agent to file any Uniform Commercial Code ("UCC") financing statements, any other equivalent filings, any intellectual property or real estate filings and recordings, and any necessary assignments for security or other documents in the name of the Company that either DIP Agent deems necessary or convenient to perfect any lien or security interest granted under the Financing Documents, including any such UCC financing statement containing a generic description of collateral, such as "all assets," "all property now or hereafter acquired," and other similar descriptions of like import, and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of the Company and such other filings in respect of intellectual and other property of the Company, in each case as the DIP Agent may reasonably request to perfect the security interests of the DIP Agent under the Financing Documents; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized, empowered and directed in the name of, and on behalf of, the Company to take all such further actions, including, without limitation, to pay or approve the payment of all fees and expenses payable in connection with the Financing Transactions and all fees and expenses incurred by or on behalf of the Company in connection with the foregoing resolutions, in accordance with the terms of the Financing Documents, which shall in their reasonable business judgment be necessary, proper, or advisable to perform the Company's obligations under or in connection with the Financing Documents or any of the Financing Transactions and to fully carry out the intent of the foregoing resolutions; and

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized, empowered and directed in the name of, and on behalf of, the Company, to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions, and extensions of the postpetition financing or any of the Financing Documents or to do such other things which shall in their sole judgment be necessary, desirable, proper, or advisable to give effect to the foregoing resolutions, which determination shall be conclusively evidenced by his/her or their execution thereof; and

RESOLVED, that to the extent the Company serves as the the sole member, general partner, managing member, equivalent manager, or other governing body (collectively, a “Controlling Company”) of any other company (each a “Controlled Company”), each Authorized Officer, as applicable, is authorized, empowered and directed to take each of the actions described in these resolutions or any of the actions authorized by these resolutions on behalf of the applicable Controlling Company.

Retention of Professionals

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized, empowered and directed to employ the law firm of Kirkland & Ellis LLP, as the Company’s counsel, to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company’s rights and remedies, including filing any pleadings and conducting any potential restructuring or sale process on behalf of the Company; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Kirkland & Ellis LLP in accordance with applicable law; and

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized, empowered, and directed to employ the firm of PJT Partners LP, as the Company’s financial advisor and investment banker; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain PJT Partners LP in accordance with applicable law; and

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized, empowered, and directed to employ the firm of Alvarez & Marsal North America, LLC, as the Company’s restructuring advisor; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Alvarez & Marsal North America, LLC in accordance with applicable law; and

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized, empowered, and directed to employ the firm of Epiq Bankruptcy Solutions, LLC, as notice, claims, and balloting agent and as administrative advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and remedies; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Epiq Bankruptcy Solutions, LLC in accordance with applicable law; and

RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized, empowered, and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Officers, with power of delegation, are hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and

RESOLVED, that each of the Authorized Officers be, and they hereby are, with power of delegation, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Officers deem necessary, proper, or desirable in connection with the Company's Chapter 11 Cases, with a view to the successful prosecution of such cases.

General

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers (and their designees and delegates) be, and they hereby are, authorized, empowered, and directed, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such officer's or officers' judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and

RESOLVED, that the Company and the Board have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice; and

RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement, or certificate has been specifically authorized in advance by resolution of the Board; and

RESOLVED, that each of the Authorized Officers (and their designees and delegates) be, and hereby are, authorized, empowered, and directed to take all actions, or to not take any action in the name of the Company, with respect to the transactions contemplated by these resolutions hereunder, as such Authorized Officer shall deem necessary or desirable in such Authorized Officer's reasonable business judgment, as may be necessary or

convenient to effectuate the purposes of the transactions contemplated herein; and

RESOLVED, that this consent may be executed in any number of counterparts, each of which shall be deemed to be an original, and such counterparts shall constitute but one and the same consent.

CERTIFICATE

The undersigned, Heather Lamparter, an Authorized Officer of the Company, hereby certifies as follows:

- (a) I am a duly qualified and elected officer of the Company and, as such, I am familiar with the facts herein certified and I am duly authorized to certify the same on behalf of the Company;
- (b) Attached hereto is a true, complete and correct copy of the resolutions of the Board, duly adopted in accordance with the Company's bylaws.
- (c) Such resolutions have not been amended, altered, annulled, rescinded or revoked and are in full force and effect as of the date hereof. There exists no other subsequent resolution of the Board relating to the matters set forth in the resolutions attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the date first set forth above.

By: 
Name: Heather L. Lamparter
Title: Vice President, General Counsel and Secretary

Fill in this information to identify the case:

Debtor name EXCO Resources, Inc., et al.United States Bankruptcy Court for the: Southern District of Texas

Case number (If known): _____

Check if this is an amended filing

Official Form 204**Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 50 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 50 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	WILMINGTON SAVINGS FUND SOCIETY, FSB 500 DELAWARE AVENUE WILMINGTON, DE 19801	ATTN: PATRICK J. HEALY PHONE - (302) 888-7420 EMAIL - phealy@wsfsbank.com	7.5% SENIOR NOTES DUE 2018				\$ 131,576,000
2	WILMINGTON SAVINGS FUND SOCIETY, FSB 500 DELAWARE AVENUE WILMINGTON, DE 19801	ATTN: PATRICK J. HEALY PHONE - (302) 888-7420 EMAIL - phealy@wsfsbank.com	8.5% SENIOR NOTES DUE 2022				\$ 70,169,000
3	AZURE ETG LLC 12377 MERIT DRIVE SUITE 300 DALLAS, TX 75251	ATTN: I. J. BERTHELOT, II PRESIDENT PHONE - (972) 674-5200 ATTN: CHIP BERTHELOT PRESIDENT PHONE - (972) 674-5200 EMAIL - chipb@azuremidstream.com	Trade Debt				\$ 28,698,314
4	BHP BILLITON PETROLEUM PROPERTIES LP 1100 LOUISIANA SUITE 400 HOUSTON, TX 77002	ATTN: ANDREW MACKENZIE CHIEF EXECUTIVE OFFICER PHONE - (832) 204-2700 FAX - (613) 9609-3015 ATTN: RYAN LINTON PHONE - (713) 499-5526 EMAIL - ryan.linton@bhpbilliton.com	Trade Debt				\$ 10,001,897
5	FTS INTERNATIONAL SERVICES LLC 777 MAIN STREET, STE 3000 FORT WORTH, TX 76102	ATTN: MICHAEL J. DOSS CHIEF EXECUTIVE OFFICER PHONE - (817) 862-2000 FAX - (713) 428-4099 ATTN: CODY DUBOIS ACCT MANAGER PHONE - (972) 385-2671 EMAIL - Cody.DuBois@ftsi.com	Trade Debt				\$ 7,631,198

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
6 GOODRICH PETROLEUM CO LLC 801 LOUISIANA, STE 700 HOUSTON, TX 77002	ATTN: ROBERT C. TURNHAM, JR. PRESIDENT & CHIEF EXECUTIVE OFFICER PHONE - (713) 780-9494 FAX - (713) 780-9254 ATTN: MARK LEISEROWITZ CPA PHONE - (832) 399-3147 FAX - (382) 389-5347 EMAIL - markl@goodrichpetroleum.com	Trade Debt				\$ 4,586,270
7 LOUISIANA MIDSTREAM GAS SERVICES LLC 6100 NORTH WESTERN AVE PO BOX 18496 OKLAHOMA CITY, OK 73154-0496	ATTN: J. MICHAEL STICE CHIEF EXECUTIVE OFFICER PHONE - (405) 848-8000 ATTN: SETH DANIEL COMMERCIAL DEVELOPMENT REP PHONE - (918) 572-6180 EMAIL - seth.daniel@williams.com	Trade Debt				\$ 4,035,577
8 BP AMERICA PRODUCTION CO 501 WESTLAKE PARK BLVD HOUSTON, TX 77079	ATTN: JOHN MINGE PRESIDENT PHONE - (281) 366-2000 FAX - (281) 366-7584 ATTN: LUCIA SPORLEDER, JV ACCTS RECEIVABLE ANALYST PHONE - +54 11 5432 3837 EMAIL - sporleder.lucia@bp.com	Trade Debt				\$ 2,555,702
9 CHESAPEAKE ENERGY MARKETING LLC 6100 NORTH WESTERN AVE OKLAHOMA CITY, OK 73118	ATTN: ROBERT D. LAWLER PRESIDENT & CHIEF EXECUTIVE OFFICER PHONE - (405) 848-8000 FAX - (405) 879-9575 ATTN: MATT BELLER SR. CRUDE OIL MARKETING REP PHONE - (405) 935-7144 EMAIL - matt.beller@chk.com	Trade Debt				\$ 2,455,392
10 INDIGO MINERALS LLC 600 TRAVIS, STE 5500 HOUSTON, TX 77002	ATTN: FRANK D. TSURU PRESIDENT & CHIEF EXECUTIVE OFFICER PHONE - (713) 237-5000 FAX - (713) 237-5040 ATTN: SUE ANNE SMITH ACCOUNTING SUPERVISOR PHONE - (713) 237-5014 EMAIL - s.smith@indigominerals.com	Natural Gas Purchasers and OBO JIB Trade				\$ 2,204,413
11 NABORS DRILLING TECHNOLOGIES USA INC 515 WEST GREENS RD STE 1200 HOUSTON, TX 77067	ATTN: ANTHONY G. PETRELLO PRESIDENT & CHIEF EXECUTIVE OFFICER PHONE - (281) 874-0035 FAX - (281) 872-5205 ATTN: TREVOR BRINKLEY MANAGER - CONTRACTS PHONE - (903) 747-5545 EMAIL - trevor.brinkley@nabors.com	Trade Debt				\$ 1,770,820

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
12 SELECT ENERGY SERVICES LLC 515 POST OAK BLVD, STE 200 HOUSTON, TX 77027	ATTN: HOLLI LADHANI PRESIDENT & CHIEF EXECUTIVE OFFICER PHONE - (713) 235-9500 ATTN: ERIC MATTSON CHIEF FINANCIAL OFFICER PHONE - (713) 235-9500 EMAIL - EMattson@selectenergyservices.com	Trade Debt				\$ 1,480,775
13 OIL STATES ENERGY SERVICES LLC THREE ALLEN CENTER 333 CLAY ST, STE 4620 HOUSTON, TX 77002	ATTN: CINDY B. TAYLOR PRESIDENT AND CHIEF EXECUTIVE OFFICER PHONE - (713) 652-0582 FAX - (713) 652-0499 ATTN: JUSTIN SPATARO REGIONAL SALES PHONE - (903) 812-3142 EMAIL - Justin.Spataro@oilstates.com	Trade Debt				\$ 1,309,391
14 LEAM DRILLING SYSTEMS, LLC 3114 WEST OLD SPANISH TRAIL NEW IBERIA, LA 70560	ATTN: DANNY CHILDERS PRESIDENT PHONE - (800) 426-5349 ATTN: NOELLE HOENING SALES PHONE - (214) 505-6135 EMAIL - noelle.hoening@leam.net	Trade Debt				\$ 1,062,974
15 PARADIGM MIDSTREAM SERVICES-ST LLC 545 E. JOHN CARPENTER FREEWAY SUITE 800 IRVING, TX 75062	ATTN: JOHN STEEN CHIEF EXECUTIVE OFFICER PHONE - (214) 373-4300 ATTN: JENNY WAGGONER VICE PRESIDENT - BUSINESS DEVELOPMENT PHONE - (214) 389-8166 EMAIL - jwaggoner@paradigmmidstream.com	Trade Debt				\$ 990,821
16 SUN COAST RESOURCES INC 6405 CAVALCADE ST., BLDG 1 HOUSTON, TX 77026	ATTN: KATHY LEHNE CHIEF EXECUTIVE OFFICER PHONE - (800) 677-3835 ATTN: TERAH PARKS SALES PHONE - (713) 429-8868 EMAIL - tparkins@suncoastresources.com	Trade Debt				\$ 930,395
17 GE OIL & GAS PRESSURE CONTROL LP 3960 COMMERCE ST SW CANTON, OH 44706	ATTN: LORENZO SIMONELLI CHAIRMAN, PRESIDENT & CHIEF EXECUTIVE OFFICER PHONE - (330) 915-2500 FAX - (832) 325-4350 ATTN: RUSTY SPINKS REGIONAL SALES PHONE - (972) 447-2614 EMAIL - rusty.spinks@ge.com	Trade Debt				\$ 869,610

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
18	PATTERSON UTI DRILLING COMPANY LLC 10713 WEST SAM HOUSTON PARKWAY NORTH SUITE 800 HOUSTON, TX 77064	ATTN: WILLIAM A. (ANDY) HENDRICKS PRESIDENT AND CHIEF EXECUTIVE OFFICER PHONE - (281) 765-7100 FAX - (281) 765-7175 ATTN: DANNY BRUMLEY VP OF MKT PHONE - (817) 523-5267 EMAIL - danny.brumley@patenergy.com	Trade Debt				\$ 764,541
19	MS DIRECTIONAL LLC 3335 POLLOCK DRIVE CONROE, TX 77303	ATTN: ALLEN R. NEEL PRESIDENT AND CHIEF EXECUTIVE OFFICER PHONE - (936) 442-2500 FAX - (936) 442-2599 ATTN: JEFF R. JONES SW SALES MANAGER PHONE - (469) 540-5514 EMAIL - jjones@msenergyservices.com	Trade Debt				\$ 743,966
20	SKY-LIN 6911 VARDAMAN RD KEITHVILLE, LA 71047	ATTN: LINDA WILLIAMS MANAGING MEMBER PHONE - (318) 925-5249 FAX - (318) 925-5248 ATTN: TYLER WILLIAMS PHONE - (318) 925-5249 FAX - (318) 925-5248 EMAIL - tyler@skylin.net	Trade Debt				\$ 606,720
21	STALLION OILFIELD SERVICES 950 CORBINDALE, STE 400 HOUSTON, TX 77024	ATTN: DAVID C. MANNON PRESIDENT AND CHIEF EXECUTIVE OFFICER PHONE - (713) 528-5544 FAX - (713) 528-1276 ATTN: STEVE THOMPSON BD PHONE - (817) 229-7128 EMAIL - sthompson@sofs.cc	Trade Debt				\$ 571,996
22	BAKER HUGHES BUSINESS SUPPORT SVS 17021 ALDINE WESTFIELD HOUSTON, TX 77073	ATTN: MARTIN S. CRAIGHEAD CHAIRMAN AND CHIEF EXECUTIVE OFFICER PHONE - (713) 439-8600 ATTN: JASON M. PRICE ACCT MANAGER PHONE - (972) 465-1034 EMAIL - jason.price@bakerhughes.com	Trade Debt				\$ 564,919
23	GULF COAST TMC LLC 7670 HWY 10 ETHEL, LA 70730	ATTN: CHARLES E. WEAVER III MEMBER PHONE - (225) 683-6636 FAX - (225) 683-6652 ATTN: TRAE WEAVER SALES EMAIL - tw@gulfcoasttmc.com	Trade Debt				\$ 532,919

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
24 S3 PUMP SERVICE 1918 BARTON DR SHREVEPORT, LA 71107	ATTN: MALCOLM H. SNEED III PRESIDENT PHONE - (318) 996-7030 FAX - (318) 221-7096 ATTN: JEFF SILVA PRESIDENT PHONE - (318) 423-0414 EMAIL - rsilva@s3pumpservice.com	Trade Debt				\$ 504,964
25 COGENT ENERGY SERVICES LLC 919 MILAM ST, STE 2480 HOUSTON, TX 77002	ATTN: CHET ERWIN PRESIDENT AND CHIEF EXECUTIVE OFFICER PHONE - (713) 554-1200 ATTN: BRAD SLATON PHONE - (318) 548-9245 EMAIL - bslaton@cogentenergyservices.com	Trade Debt				\$ 489,062
26 FLUID DISPOSAL SPECIALTIES INC 209 SAM BAIRD ROAD HOMER, LA 71040-2019	ATTN: MIKE HAYS PRESIDENT PHONE - (318) 927-6178 FAX - (318) 927-6965 ATTN: TIMOTHY G. BROWN CHIEF FINANCIAL OFFICER EMAIL - timbrown@hayscompanies.biz	Trade Debt				\$ 415,013
27 THOMAS OILFIELD SERVICES LLC 4250 SE LOOP 281 LONGVIEW, TX 75602	ATTN: GREG PEELER PRESIDENT PHONE - (855) 778-5940 FAX - (855) 778-5940 ATTN: CHRISTOPHER STEELE, SR. EXECUTIVE SALES EMAIL - CSteele2@slb.com	Trade Debt				\$ 355,556
28 CNC OILFIELD SERVICES LLC 2000 CEDAR ST SHREVEPORT, LA 71103	ATTN: COLTON SANDERS MANAGING OPERATOR PHONE - (318) 584-7099 EMAIL - colton.s@cncoilfield.com	Trade Debt				\$ 325,412
29 CHESAPEAKE OPERATING INC 6100 NORTH WESTERN AVE OKLAHOMA CITY, OK 73118	ATTN: ROBERT D. LAWLER, PRESIDENT PRESIDENT AND CHIEF EXECUTIVE OFFICER PHONE - (405) 848-8000 FAX - (405) 879-9575 ATTN: MICHELLE SURRATT ACCOUNTING ASSISTANT II PHONE - (405) 935-4123 EMAIL - michelle.surratt@chk.com	Trade Debt				\$ 307,565
30 WEST LOUISIANA AGGREGATES LLC 10305 JOHN W HOLT JR BLVD SHREVEPORT, LA 71115	ATTN: MATTHEW CARROLL PRESIDENT PHONE - (936) 639-2215 PHONE - (318) 317-5971 EMAIL - mcarroll@westlaagg.com	Trade Debt				\$ 301,439

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
31 WEATHERFORD U.S., L.P. 2000 SAINT JAMES PLACE HOUSTON, TX 77056	ATTN: KARL BLANCHARD EXECUTIVE VICE PRESIDENT AND CHIEF OPERATING OFFICER PHONE - (713) 836-4000 FAX - (713) 693-4300 ATTN: ANGELA MARTIN CORPORATE SALES PHONE - (972) 661-6724 EMAIL - angela.martin@weatherford.com	Trade Debt				\$ 296,725
32 CURTIS OILFIELD SERVICES LLC P.O. BOX 1236 SILSBEE, TX 77656	ATTN: BUFORD E. CURTIS MANAGER PHONE - (409) 385-2937 FAX - (409) 385-4202	Trade Debt				\$ 270,374
33 TDJ OILFIELD SERVICES, LLC 5857 HIGHWAY 80 EAST PRINCETON, LA 71067	ATTN: THOMAS STEVEN MOORE CONSULTANT/MANAGER PHONE - (318) 949-9279 FAX - (318) 949-4639 EMAIL - tdjoil@yahoo.com ATTN: RANDY WARD PHONE - (318) 949-9279 FAX - (318) 949-4639 EMAIL - randy@tdjoilfieldservicesllc.com	Trade Debt				\$ 263,843
34 CURTIS AND SON VACUUM SERVICE INC HWY 146 LIBERTY, TX 77575	ATTN: CURTIS HUDNALL PRESIDENT PHONE - (936) 334-1188 EMAIL - csvs@curtisandsonco.com	Trade Debt				\$ 261,500
35 M6 ENERGY SERVICES LLC 3304 E GOFORTH RD KILGORE, TX 75662	ATTN: RICHARD LEE JR MANAGING MEMBER PHONE - (903) 218-0423 ATTN: STEVE MOSES PHONE - (903) 808-2191 FAX - (903) 218-0423 EMAIL - tbone@m6energy.com	Trade Debt				\$ 251,039
36 SOUTHERN SOIL ENVIRONMENTAL INC 430 TIMBERS EAST DR HAUGHTON, LA 71037-9797	ATTN: KENNETH R. JENKINS PRESIDENT AND CHIEF EXECUTIVE OFFICER PHONE - (318) 949-1501 FAX - (318) 949-1533 EMAIL - amymize@southernsoilenv.com	Trade Debt				\$ 233,633
37 KINDERHAWK FIELD SERVICES LLC 1001 LOUISIANA, STE 1000 HOUSTON, TX 77002	ATTN: STEVEN J. KEAN PRESIDENT AND CHIEF EXECUTIVE OFFICER PHONE - (713) 369-9000 ATTN: NICK CHERRY MANAGER - ASSET MANAGEMENT PHONE - (713) 369-9841 EMAIL - Nicholas_Cherry@kindermorgan.com	Trade Debt				\$ 212,435

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
38	MAGNOLIA MIDSTREAM GAS SERVICES LLC 900 NORTH WEST 63RD ST OKLAHOMA CITY, OK 73154-0355	ATTN: J. MICHAEL STICE CHIEF EXECUTIVE OFFICER PHONE - (405) 935-1500 ATTN: SETH DANIEL COMMERCIAL DEVELOPMENT REP PHONE - (918) 572-6180 EMAIL - seth.daniel@williams.com	Trade Debt				\$ 209,294
39	BJ SERVICES COMPANY USA 11211 FM 2920 RD TOMBALL, TX 77375	ATTN: JIM COLLINS VICE PRESIDENT PHONE - (281) 408-2361 ATTN: JASON M. PRICE ACCOUNT MANAGER PHONE - (972) 465-1034 EMAIL - jason.price@bakerhughes.com	Trade Debt				\$ 191,343
40	DOWNHOLE TECHNOLOGY LLC 7123 BREEN DRIVE HOUSTON, TX 77086	ATTN: DUKE VANLUE CHIEF EXECUTIVE OFFICER PHONE - (281) 820-2545 FAX - (281) 809-7123 ATTN: THOMAS BARTON PHONE - (281) 820-2545 EMAIL - thomas.barton@downholetechnology.com	Trade Debt				\$ 190,465
41	HECKMANN WATER RESOURCES CVR INC C/O NUVERRA ENVIRONMENTAL SOLUTIONS 14624 N. SCOTTSDALE ROAD SUITE 300 SCOTTSDALE, AZ 85254	ATTN: MARK D. JOHNSRUD CHIEF EXECUTIVE OFFICER PHONE - (602) 903-7802 FAX - (602) 903-7806 ATTN: STEVE LONDON PHONE - (832) 539-3232 FAX - (281) 298-7431 EMAIL - steve.london@nuverra.com	Trade Debt				\$ 184,391
42	TEC WELL SERVICE LLC 851 W. HARRISON RD LONGVIEW, TX 75604	ATTN: STEPHEN SHORE PRESIDENT AND CHIEF EXECUTIVE OFFICER PHONE - (903) 759-0082 FAX - (903) 759-7722 EMAIL - SSHORE@TECWELL.COM ATTN: KENNETH SHORE VP & CHIEF FINANCIAL OFFICER PHONE - (903) 738-7554 EMAIL - KShore@tecwell.com	Trade Debt				\$ 180,875
43	LIGHT TOWER RENTALS 2330 EAST INTERSTATE 20 SOUTH SERVICE ROAD ODESSA, TX 79766	ATTN: PRESIDENT OR GENERAL COUNSEL PHONE - (432) 530-3330 FAX - (432) 530-3339 ATTN: CODY AVARY PHONE - (940) 210-8974 FAX - (432) 218-7889 EMAIL - coavary@ltr.com	Trade Debt				\$ 178,083
44	PEAK FISHING SERVICES LLC 7710 WEST HWY 80 MIDLAND, TX 79706	ATTN: JEREMY GRACE VICE PRESIDENT OF OPERATIONS PHONE - (432) 684-4155 FAX - (432) 684-4161 EMAIL - JEREMY.GRACE@PEAKFISHINGSERVICES.COM	Trade Debt				\$ 173,380

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
45	PEROXYCHEM LLC ONE COMMERCE SQUARE 2005 MARKET STREET SUITE 3200 PHILADELPHIA, PA 19103	ATTN: BRUCE LERNER PRESIDENT AND CHIEF EXECUTIVE OFFICER PHONE - (267) 422-2400 FAX - (215) 299-5998 ATTN: CARLETON PARKER PHONE - (817) 896-8059 EMAIL - carleton.parker@peroxychem.com	Trade Debt				\$ 160,321
46	FREEDOM OILFIELD SERVICE LLC 2948 HIGHWAY 80 HAUGHTON, LA 71037	ATTN: MATTEW EVANS PARTNER PHONE - (318) 949-0330 FAX - (307) 382-5900 EMAIL - matt@freedomoilfield.net	Trade Debt				\$ 159,728
47	ENTERPRISE PRODUCTS OPERATING LLC 1100 LOUISIANA ST 10TH FLOOR HOUSTON, TX 77002	ATTN: O.S. ANDRAS CHIEF EXECUTIVE OFFICER PHONE - (713) 381-6500 FAX - (405) 606-4534 ATTN: PAULA IKNER SR COMMERCIAL REP PHONE - (713) 381-7910 EMAIL - pikner@eprod.com	Contract Dispute	Contingent, Unliquidated, Disputed			Undetermined
48	LONG PETROLEUM LLC 400 TEXAS ST. #800 SHREVEPORT, LA 71101	ATTN: DENMAN M. LONG CHAIRMAN PHONE - (318) 221-3516 FAX - (318) 221-6304 ATTN: KEVIN LONG PRESIDENT PHONE - (318) 221-3516 EMAIL - kevin@longpetro.com	Litigation	Contingent, Unliquidated, Disputed			Undetermined
49	OOGC AMERICA LLC (EAGLE FORD) 945 BUNKER HILL RD #1000 HOUSTON, TX 77024	ATTN: QING JIANG PRESIDENT PHONE - (713) 380-4800 ATTN: KIM WOIMA SR. MANAGER - FINANCE PHONE - (713) 380-4881 EMAIL - Kim.Woima@nexencnooltd.com	Contract Dispute	Contingent, Unliquidated, Disputed			Undetermined
50	REGENCY GAS SERVICES LP 8111 WESTCHESTER DRIVE DALLAS, TX 75225	ATTN: KELCY L. WARREN CHIEF EXECUTIVE OFFICER PHONE - (214) 981-0700 FAX - (214) 981-0703 ATTN: MARTIN ANTHONY VP - GAS SUPPLY & BUSINESS PHONE - (318) 677-5551 EMAIL - martin.anthony@regencygas.com	Contract Dispute	Contingent, Unliquidated			Undetermined

Note: Unsecured amounts contain projected estimates of pre-petition liability as of the Petition Date and are subject to change as accrued liabilities become invoiced.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

)	
In re:)	Chapter 11
)	
EXCO RESOURCES, INC.,)	Case No. 18-_____ (____)
)	
Debtor.)	
)	

LIST OF EQUITY SECURITY HOLDERS¹

DEBTOR	EQUITY HOLDERS	ADDRESS OF EQUITY HOLDER	TYPE OF EQUITY SECURITY ²	PERCENTAGE HELD
EXCO RESOURCES, INC.	ENERGY STRATEGIC ADVISORY SERVICES LLC ³	200 CRESCENT CT. SUITE 1900 DALLAS, TEXAS 75201 ATTN: JONATHAN A. SIEGLER	COMMON STOCK	29.56%
EXCO RESOURCES, INC.	FAIRFAX FINANCIAL HOLDINGS LIMITED ⁴	95 WELLINGTON STREET WEST, SUITE 800 TORONTO, ONTARIO CANADA, M5J 2N7 ATTN: PAUL RIVETT	COMMON STOCK	16.1%
EXCO RESOURCES, INC.	WL ROSS & CO. LLC ⁵	1166 AVENUE OF THE AMERICAS NEW YORK, NEW YORK 10036 ATTN: STEPHEN J. TOY	COMMON STOCK	12.5%
EXCO RESOURCES, INC.	OCM EXCO HOLDINGS LLC OCM PRINCIPAL OPPORTUNITIES FUND IV DELAWARE LP	C/O OAKTREE CAPITAL MANAGEMENT 333 S GRAND AVE FL 28 LOS ANGELES CA 90071-1504	COMMON STOCK	8.29% ⁶

1 This list reflects holders of five percent or more of EXCO Resources, Inc.'s common stock. This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. By the *Debtors' Emergency Motion for Entry of an Order (I) Authorizing Consolidated Creditors Lists, (II) Authorizing Redaction of Certain Personal Identification Information, (III) Waiving the Requirement to File Equity Lists and Modifying Equity Holder Notice Requirements, and (IV) Approving the Form and Manner of Notifying Creditors of the Commencement of the Chapter 11 Cases and Other Information* filed contemporaneously herewith, the debtor is requesting a waiver of the requirement under rule 1007 to file a list of all of its equity security holders.

² Outstanding warrants are not reflected in ownership.

³ Includes Energy Strategic Advisory Services LLC and affiliated funds as disclosed in Schedule 13D filed on November 9, 2017 with the Securities and Exchange Commission.

⁴ Includes Fairfax Financial Holdings Limited and affiliated funds as disclosed in Form 4 filed on August 9, 2017 with the Securities and Exchange Commission.

⁵ Includes WL Ross & Co. LLC and affiliated funds as disclosed in Schedule 13D filed on January 4, 2018 with the Securities and Exchange Commission.

⁶ Percentages do not include shares held under street name of Cede & Co.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

)	
In re:)	Chapter 11
)	
EXCO RESOURCES, INC.)	Case No. 18-_____ (____)
)	
Debtor.)	
)	

CORPORATE OWNERSHIP STATEMENT

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Shareholder	Approximate Percentage of Shares Held
ENERGY STRATEGIC ADVISORY SERVICES LLC ¹	29.56%
FAIRFAX FINANCIAL HOLDINGS LIMITED ²	16.1%
WL ROSS & CO. LLC ³	12.5%

¹ Includes Energy Strategic Advisory Services LLC and affiliated funds as disclosed in Schedule 13D filed on November 9, 2017 with the Securities and Exchange Commission.

² Includes Fairfax Financial Holdings Limited and affiliated funds as disclosed in Form 4 filed on August 9, 2017 with the Securities and Exchange Commission.

³ Includes WL Ross & Co. LLC and affiliated funds as disclosed in Schedule 13D filed on January 4, 2018 with the Securities and Exchange Commission.

Fill in this information to identify the case and this filing:	
Debtor Name	EXCO Resources, Inc.
United States Bankruptcy Court for the:	Southern District of Texas (State)
Case number (If known):	

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors** 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☒ *Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ Other document that requires a declaration Corporate Ownership Statement and List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

01/15/2018
MM/ DD/YYYY

☒ /s/ Tyler Farquharson

Signature of individual signing on behalf of debtor

Tyler Farquharson

Printed name

Chief Financial Officer, Treasurer, and Vice President

Position or relationship to debtor